

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**FEE APPLICATION COVER SHEET**  
**FOR THE PERIOD JANUARY 1, 2023 THROUGH OCTOBER 2, 2023**

Debtor:	<u>BlockFi Inc.</u>	Applicant:	<u>M3 Partners</u>
Case No.:	<u>22-19361(MBK)</u>	Client:	<u>Unsecured Creditors Committee</u>
Chapter:	<u>11</u>	Case Filed:	<u>November 28, 2022</u>

**SECTION 1**  
**FEE SUMMARY**

☐ Interim Fee Application No. \_\_\_ or ☒ Final Fee Application

Summary of Amounts Requested for the Period from January 1, 2023 through October 2, 2023 (the "Final Fee Application")

	<u>FEES</u>	<u>EXPENSES</u>
Total Previous Fee Requested <sup>12</sup> :	\$5,841,624.00	\$10,655.65
Total Fees Allowed To Date <sup>3</sup> :	\$3,494,143.00	\$5,308.43
Total Holdback (If Applicable)	\$465,496.20	\$0.00
Total Received By Applicant	\$5,345,099.80	\$10,079.31

Professional	Position	Billing Rate	Hours	Fees
Mohsin Meghji	Managing Partner	\$1,350	417.5	\$563,625.00
Matthew Manning	Managing Director	\$1,150	1,090.3	\$1,253,845.00
Ken Ehrler	Managing Director	\$1,150	420.9	\$484,035.00
Javier Schiffrin	Managing Director	\$1,150	45.0	\$51,750.00
Robert Winning	Managing Director	\$1,150	5.4	\$6,210.00
Seth Herman	Director	\$945	674.2	\$637,119.00
William Foster	Vice President	\$750	124.3	\$93,225.00
Brian Bostwick	Vice President	\$750	1,006.9	\$755,175.00
Daniel O'Connell	Senior Associate	\$650	1,746.6	\$1,135,290.00
Cole Thieme	Associate	\$550	179.9	\$98,945.00
Brennan Lytle	Associate	\$550	1,320.4	\$726,220.00
Matthew Altman	Associate	\$550	30.2	\$16,610.00
Steven Peters	Analyst	\$450	42.4	\$19,080.00
Kevin Chung	Analyst	\$450	1.1	\$495.00
<b>Total</b>			<b>7,105.1</b>	<b>\$5,841,624.00</b>

<sup>1</sup> Includes M3's fees and expenses for October 1, 2023 and October 2, 2023, totaling \$13,903.86, which had not been previously requested.

<sup>2</sup> Includes M3's fees and expenses for the Second Interim Application totaling \$1,461,412.50 and \$3,537.90, respectively, which have not yet been allowed. The hearing date for M3's Second Interim Application is set for December 19, 2023.

<sup>3</sup> Reflects \$20,000 reduction of fees and \$457.48 reduction of expenses pursuant to the Court's *Order Allowing Interim Compensation for Services Rendered and Reimbursement of Expenses of the Retained Professionals* [Docket No. 1545].

**SECTION II SUMMARY  
OF SERVICES**

<b>SERVICES RENDERED</b>	<b>HOURS</b>	<b>FEE</b>
<p>a) <b>Asset Sales:</b> On an ongoing basis, M3 will meet with the Debtors' advisors and management to evaluate potential transactions, including sales and settlements of loans and other assets, as well as conducting due diligence on negotiations and counterparties.</p>	646.5	\$519,754.50
<p>b) <b>Case Administration</b> On an ongoing basis, M3 conferred with the UCC Committee, its advisors, and the Debtors' advisors to monitor various case issues, develop and execute its work plan, and manage risks and progress in these Chapter 11 Cases.</p>	1,049.5	\$948,387.00
<p>c) <b>Cash Budget</b> On an ongoing basis, M3 will evaluate, and diligence the Debtors' cash forecast and potential sources of liquidity including variances to prior cash forecasts, evaluating need for alternative liquidity sources, and expected and actual changes in crypto asset (coin) balances.</p>	82.9	\$57,345.50
<p>d) <b>Claims/Liabilities Subject to Compromise</b> On an ongoing basis, M3 will estimate and evaluate the claims pool and conduct analysis into potential recoveries under various scenarios affecting distributable value, claims class definition, priority, and issues relevant in the case such as asset ownership and claim type (e.g., coin type).</p>	836.2	\$596,471.50
<p>e) <b>Court Attendance/Participation</b> On an ongoing basis, M3 will prepare for and attend appropriate Court Hearings associated with the Chapter 11 process to represent the UCC and monitor case progress. inquires.</p>	65.6	\$68,336.50
<p>f) <b>Fee Application</b> On an ongoing basis, M3 will prepare employment and fee applications for itself.</p>	63.9	\$53,297.50
<p>g) <b>Financial &amp; Operational Matters</b> On an ongoing basis, M3 will analyze the Debtor-in-possession's post-filing operations and issues related to its financial performance, liquidity, operating efficiency, and assess risks that may impact creditor recoveries or the businesses' viability.</p>	1,906.8	\$1,410,510.50
<p>h) <b>General Correspondence with Debtors &amp; Debtors' Professionals</b> On an ongoing basis, M3 will communicate with the Debtors' professionals throughout the restructuring process, including in pursuit of diligence requests, requesting additional information from management, or addressing questions from the Debtors.</p>	196.5	\$186,826.50
<p>i) <b>General Correspondence with UCC &amp; UCC Counsel</b> On an ongoing basis, M3 will communicate with the UCC Committee members, its counsel, and other advisors on topics including case strategy, workstream organization and progress, risk management, and addressing questions from other stakeholders and their advisors.</p>	350.7	\$343,112.50

j) <b>Miscellaneous Motions</b> On an ongoing basis, M3 supports counsel through preparing diligence for motions and objections, reviewing the monthly operating reports, and preparing counsel and Committee members for hearings (e.g., First Day, 341A, motion approvals).	354.7	\$302,205.00
k) <b>Plan of Reorganization/Disclosure Statement</b> On an ongoing basis, M3 will complete analysis to maximize the value of the assets through due diligence and distribution schedules needed to create a Plan of Reorganization and Disclosure Statements. M3 will review and diligence analysis completed by the Debtors related to confirmation and solicitation.	614.5	\$553,815.50
l) <b>Potential Avoidance Actions/Litigation Matters</b> On an ongoing basis, M3 will complete analysis associated with potential investigations and in support of avoidance actions and any litigation matters.	801.3	\$711,204.00
m) <b>SOFAs &amp; SOALs</b> On an ongoing basis, M3 will complete analysis of the Debtors' filed schedules and statements, including but not limited to reconciling filings with underlying support information and performing detailed diligence to assess the completeness and accuracy of information reported, as well as conduct ad-hoc analyses with SOFA/SOAL information.	136.0	\$90,357.50
<b>SERVICE TOTALS:</b>	7,105.1	\$5,841,624.00

**SECTION III  
SUMMARY OF DISBURSEMENTS**

<b>DISBURSEMENTS</b>	<b>AMOUNT</b>
a) <b>Taxi / Car Service</b>	\$1,514.00
b) <b>Air Travel</b>	\$1,497.30
c) <b>Train</b>	\$1,803.00
d) <b>Mileage</b>	\$45.71
e) <b>Hotels</b>	\$2,809.53
f) <b>Business Meals</b>	\$1,739.92
g) <b>Miscellaneous</b>	\$400.00
h) <b>Conference Calls</b>	\$799.19
i) <b>Parking</b>	\$47.00
<b>DISBURSEMENTS TOTAL:</b>	<b>\$10,655.65</b>

I certify under penalty of perjury that the above is true.

Date: December 8, 2023

/s/ Mohsin Y. Meghji  
MOHSIN Y. MEGHI